

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Lee & Man Holding Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**LEE & MAN HOLDING LIMITED**

**理文集團有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 746)**

**NOTICE OF ANNUAL GENERAL MEETING  
PROPOSALS FOR GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES  
RE-ELECTION OF DIRECTORS**

---

A notice convening the Annual General Meeting of Lee & Man Holding Limited to be held on 9 May 2011 at 12:15 p.m. at The Ballroom, Second Floor, InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong is set out on pages 14 to 18 of this circular.

Whether or not shareholders are able to attend the annual general meeting, they are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the annual general meeting (or any adjournment thereof) should they so desire.

\* *for identification purposes only*

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board of Directors</b> .....	3
<b>Appendix I – Explanatory Statement</b> .....	7
<b>Appendix II – Details of Directors Proposed to be Re-elected at the AGM</b> .....	10
<b>Notice of AGM</b> .....	14

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	means the annual general meeting of the Company to be convened and held at The Ballroom, Second Floor, InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on 9 May 2011 at 12:15 p.m.
“Articles”	means the articles of association of the Company adopted at the annual general meeting held on 12 August 2005
“Associates”	bears the same meaning ascribed thereto in the Listing Rules
“Company”	means Lee & Man Holding Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
“Director(s)”	means directors of the Company or the board of directors of the Company, as the context may require
“Group”	means the Company and its subsidiaries
“HK\$”	means Hong Kong Dollars, the lawful currency of Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	means 24 March 2011, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	means the notice convening the AGM
“Repurchase Mandate”	means a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the terms set out in the Notice
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	means share(s) of par value of HK\$0.10 each in the capital of the Company

---

## DEFINITIONS

---

“Share Option Scheme”	means the Share Option Scheme adopted by the Company on 14 December 2001
“Shareholder(s)”	means holders of the Shares
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Subsidiary”	means a subsidiary within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) for the time being of the Company whether incorporated in Hong Kong or elsewhere and “Subsidiaries” shall be construed accordingly
“Takeovers Code”	means the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

---

LETTER FROM THE BOARD OF DIRECTORS

---



**LEE & MAN HOLDING LIMITED**

**理文集團有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 746)**

*Executive Directors:*

Wai Siu Kee (*Chairman*)

Poon Lai Ming

Lee Man Yan

Kung Phong

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Independent Non-executive Directors:*

Wong Kai Tung, Tony

Wan Chi Keung, Aaron *BBS JP*

Heng Victor Ja Wei

*Principal Place of Business in Hong Kong:*

8th Floor, Liven House

61-63 King Yip Street

Kwun Tong

Kowloon

Hong Kong

30 March 2011

*To Shareholders of the Company*

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING  
PROPOSALS FOR GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES  
RE-ELECTION OF DIRECTORS**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM to be held at The Ballroom, Second Floor, InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong, on 9 May 2011 at 12:15 p.m. which, upon approval, would enable the Company to, among other things:

- (a) repurchase Shares not exceeding 10% of the aggregate nominal value of the Shares in issue as at the date of passing such resolution;
- (b) issue new Shares not exceeding 20% of the Shares in issue on the date of passing such resolution;

\* *for identification purposes only*

---

## LETTER FROM THE BOARD OF DIRECTORS

---

- (c) add to the new issue mandate in (b) above those Shares repurchased by the Company pursuant to the Repurchase Mandate set out in (a) above; and
- (d) re-elect certain directors of the Company and renew and approve Directors' appointment letters.

### **PROPOSED REPURCHASE MANDATE AND ISSUE MANDATE**

At the AGM, it will be proposed, by way of ordinary resolutions, that the Directors be given general mandates to (i) repurchase Shares, the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the ordinary resolution; and (ii) allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of the ordinary resolution; (iii) add to the new issue mandate in (ii) above those Shares repurchased by the Company pursuant to the Repurchase Mandate described in (i) above, during the period from the date of the AGM up to the next following annual general meeting of the Company. Any issue of new Shares is subject to approval from the Stock Exchange for the listing of and permission to deal in such new Shares.

It is proposed that general mandate be granted to allot and issue additional shares in the Company not exceeding 20% of its issued share capital. On the basis of 825,000,000 Shares in issue as of the Latest Practical Date and assuming no further Shares will be allotted and issued prior to the AGM, the maximum number of shares to be issued under the proposed general mandate is 165,000,000 Shares.

The Repurchase Mandate and the Issue Mandate would continue in force until (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; (c) the Repurchase Mandate and/or the Issue Mandate is/are revoked or varied by an ordinary resolution of the Company in general meeting, which is the earliest.

An explanatory statement containing information relating to the Repurchase Mandate and as required pursuant to the Listing Rules, in particular Rule 10.06(1)(b), is set out on pages 7 to 9 to this circular. This explanatory statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

### **PROPOSED RE-ELECTION OF CERTAIN DIRECTORS AND DETAILS OF SERVICES CONTRACTS AND APPOINTMENT LETTERS RELATING TO DIRECTORS**

In accordance with article 86(3) and article 87(1) of the articles of association of the Company, each of Ms. Poon Lai Ming, Mr. Wong Kai Tung, Tony and Mr. Heng Victor Ja Wei, will retire at the AGM and, being eligible, will each offer himself for re-election.

---

## LETTER FROM THE BOARD OF DIRECTORS

---

Details of Directors proposed to be re-elected in the AGM and detail of services contracts and appointment letters relating to directors are set out in Appendix II of this circular.

### THE AGM

The following are the details of the AGM:–

Date: 9 May 2011

Time: 12:15 p.m.

Venue: The Ballroom, Second Floor, InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong

The Notice is set out on pages 14 to 18 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible and in any event so as to arrive not less than 48 hours before the time appointed for holding the AGM. The return of a form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so desire.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the Annual General Meeting will explain the detailed procedures for conducting a poll at the commencement of the Annual General Meeting.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share held.

After the conclusion of the Annual General Meeting, the poll results will be published on the website of Hong Kong Exchanges and Clearing Limited at [www.hkex.com.hk](http://www.hkex.com.hk) and the website of the Company at [www.leeman.com.hk](http://www.leeman.com.hk).

---

## LETTER FROM THE BOARD OF DIRECTORS

---

### RECOMMENDATION

The Directors consider that the proposals referred to in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM to approve the general mandates to issue and repurchase Shares, the addition to the new issue mandate those shares repurchased pursuant to the Repurchase Mandate and the re-election of Directors and the renewal and approval of Director's appointment letter.

Yours faithfully,  
For and on behalf of  
**Lee & Man Holding Limited**  
**Ms. Wai Siu Kee**  
*Chairman*



This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorizing the Repurchase Mandate.

This explanatory statement contains all reasonable information required pursuant to Rule 10.06(1)(b) of the Listing Rules which are set out as follows:

**1. EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 825,000,000 Shares.

Subject to the passing of Ordinary Resolution No. 9 at the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM nor outstanding options, if any, granted under the Share Option Scheme being exercised, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 82,500,000 Shares.

**2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and Shareholders as a whole for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and Shareholders as a whole. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and Shareholders as a whole.

**3. FUNDING OF REPURCHASES**

Any repurchases may only be effected out of funds of the Company legally available for the purposes in accordance with the Company's memorandum of association and articles of association and the applicable laws of the Cayman Islands. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

It is presently proposed that any repurchase of Shares would be made out of capital (subject to the Companies Law), profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose and, in the case of any premium payable on such repurchase, from profits of the Company or from the Company's share premium account or out of capital (subject to the Companies Law).

The repurchase of Shares made out of capital will be conditional upon the fact that immediately following the date on which payment out of capital is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

**4. STATUS OF REPURCHASED SHARES**

The Listing Rules provide that the listing of all repurchased shares is automatically cancelled and that the certificates for those shares must be cancelled and destroyed. Under the law of the Cayman Islands, a company's repurchased shares shall be treated as cancelled and its issued share capital (but not the authorized share capital) will be reduced accordingly.

**5. EFFECT OF EXERCISE OF THE REPURCHASE MANDATE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 31 December 2010) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**6. DISCLOSURE OF INTERESTS**

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective Associates, have any present intention, if the Repurchase Mandate is exercised, to sell any Shares to the Company.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company if the Repurchase Mandate is exercised and neither has any of the connected persons undertaken not to sell his Shares to the Company in the event the Repurchase Mandate is exercised.

**7. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**8. TAKEOVERS CODE CONSEQUENCES**

If as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code. The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, Fortune Star Tradings Ltd., which is the controlling shareholder of the Company, held approximately 75% of the Shares issued by the Company. As at the Latest Practicable Date, the Directors are not aware of any consequences for Fortune Star Tradings Ltd. under the Takeovers Code as a result, solely, of the Directors exercising the Repurchase Mandate in full. However, if the Repurchase Mandate is exercised in full, the amount of Shares held by Fortune Star Tradings Ltd. will increase to approximately 83.33% and the amount of Shares held by the public will be reduced to less than 25% of the total issued share capital of the Company respectively. The Directors have no intention to repurchase Shares to such an extent which will result in the amount of Shares held by the public being reduced to less than 25%.

#### 9. SHARE PURCHASE MADE BY THE COMPANY

No repurchases of securities have been made by the Company in the previous six months, whether on the Stock Exchange or otherwise.

#### 10. SHARE PRICES

The highest and lowest prices of the Shares as quoted by the Stock Exchange in each of the previous twelve months before the Latest Practicable Date were as follows:

	Shares	
	Highest HK\$	Lowest HK\$
<b>2010</b>		
April	7.07	5.00
May	6.60	4.92
June	6.05	5.23
July	7.09	5.52
August	7.48	6.05
September	6.84	6.10
October	8.00	6.56
November	7.82	7.00
December	7.90	7.46
<b>2011</b>		
January	9.41	7.89
February	9.34	8.47
March (as at the Latest Practicable Date)	9.51	8.61

## DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Pursuant to the articles of association of the Company, the details of the Directors who are required to retire at the AGM according to the articles and who, being eligible, offer themselves for re-election at the AGM are as follows:

(1) **Ms. Poon Lai Ming** – Executive Director

Ms. Poon Lai Ming, aged 55, is an executive director. She joined the Group in 1976. She has over 33 years of experience in the handbag industry. She is responsible for the overall management and the operation of the Group's manufacturing activities in the PRC.

Ms. Poon entered into a service agreement with the Company on 1 September 2008 for 3 years, which will continue thereafter unless and until terminated by either the Company or Ms. Poon giving to the other not less than 3 months' notice in writing or payment of salary in lieu of notice to terminate the service agreement. Pursuant to the service agreement with Ms. Poon, she is entitled to receive an annual remuneration of HK\$696,000 and a discretionary bonus of an amount to be determined by the majority of the Directors, provided that the total amount of bonus payable to all the Directors for such year shall not exceed 10% of the consolidated profit after taxation of the Group for the relevant year. For the year ended 31 December 2010, Ms. Poon received total remuneration of HK\$605,000 from the Group. The Company's policy on remuneration for executive directors is based on that Director's experience, responsibility, workload and the time devoted to the Group.

Save as set out above, Ms. Poon has not held any other directorships in any listed public companies in the last three years and she is not related to any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Ms. Poon does not have any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Saved as disclosed above, there is no information relating to Ms. Poon that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Ms. Poon's re-election.

**(2) Mr. Wong Kai Tung, Tony** – Independent Non-executive Director

Mr. Wong Kai Tung, Tony, aged 68 is an independent non-executive director. He has been a practicing lawyer in Hong Kong since 1968 and has also been admitted as a solicitor in England and Wales. He is currently a consultant at Messrs. Hastings & Co., Solicitors and Notaries. Mr. Wong is also an independent non-executive director of Lee & Man Paper Manufacturing Limited (another listed company) and has been so since 2003.

Pursuant to an appointment letter to be entered into with the Company, Mr. Wong's appointment shall be for a term of approximately 1 year commencing from 9 May 2011 upon conclusion of the AGM and ending at the next annual general meeting but, in any event, no later than 31 May 2012. The appointment may be terminated by either party giving at least three months' prior notice in writing. Pursuant to the appointment letter, Mr. Wong will be entitled to receive an annual remuneration of HK\$120,000. His remuneration was determined by the board of Directors by reference to the prevailing market rates, the Company's remuneration policy, his duties and responsibility within the Group and his expected contribution to the Group. The Company and Mr. Wong consider such terms of appointment as reasonable.

Other than his appointment as an independent non-executive director and save for his directorship of Lee & Man Paper Manufacturing Limited (another listed company), Mr. Wong confirms that he does not have any conflict of interest as per the requirements of Rule 3.13 of the Listing Rules which would render him unsuitable as an independent non-executive director.

Other than that mentioned above, Mr. Wong does not have any relationship with any directors, members of the senior management or substantial/controllers of the Company.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Wong was not interested or deemed to be interested in any Shares or underlying Shares.

Saved as disclosed above, there is no information relating to Mr. Wong that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Mr. Wong's re-election.

**(3) Mr. Heng Victor Ja Wei** – Independent Non-executive Director

Mr. Heng Victor Ja Wei, aged 34, is a partner of Morison Heng, Certified Public Accountants. He holds a Master of Science degree of the Imperial College, the University of London. He is a member of The Association of Chartered Certified Accountants and a member of The Hong Kong Institute of Certified Public Accountants. Mr. Victor Heng is a son of Mr. Heng Kwoo Seng, a former independent non-executive director.

Pursuant to an appointment letter to be entered into with the Company, Mr. Heng's appointment shall be for a term of approximately 1 year commencing from 9 May 2011 upon conclusion of the AGM and ending at the next annual general meeting but, in any event, no later than 31 May 2012. The appointment may be terminated by either party giving at least three months' prior notice in writing. Pursuant to the appointment letter, Mr. Heng will be entitled to receive an annual remuneration of HK\$120,000. His remuneration was determined by the board of Directors by reference to the prevailing market rates, the Company's remuneration policy, his duties and responsibility within the Group and his expected contribution to the Group. The Company and Mr. Heng consider such terms of appointment as reasonable.

Other than the directorship in the Company, currently, Mr. Heng is also an independent non-executive director of China Fire Safety Enterprise Group Limited whose shares are listed on the main board of the Stock Exchange, Mr. Heng has not held any directorships in other listed public companies in the last three years. Mr. Heng confirms that he does not have any conflict of interest as per the requirements of Rule 3.13 of the Listing Rules which would render him unsuitable as an independent non-executive director.

Other than that mentioned above, Mr. Heng does not have any relationship with any directors, members of the senior management or substantial/controllers of the Company.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Heng was not interested or deemed to be interested in any Shares or underlying Shares.

Saved as disclosed above, there is no information relating to Mr. Heng that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Mr. Heng's re-election.

**DETAILS OF APPOINTMENT LETTER OF AN INDEPENDENT NON-EXECUTIVE  
DIRECTOR**

In addition to the renewal and approval of the above service contract and appointment letter of the Directors who will retire at the AGM, the following appointment letter is also proposed to be renewed and approved at the AGM:–

**Approval of the appointment letter of Mr. Wan Chi Keung, Aaron *BBS JP***

The Company shall, subject to Shareholders' approval at the AGM, sign appointment letter with Mr. Wan Chi Keung, Aaron *BBS JP*, the independent non-executive Director, to renew his respective terms of appointment for a term of approximately 1 year commencing from 9 May 2011 upon conclusion of the AGM and ending at the next annual general meeting but, in any event, no later than 31 May 2012.

Pursuant to his appointment letter, Mr. Wan is entitled to an annual remuneration of HK\$120,000. The appointment letter may be terminated by either party giving at least three months' prior notice in writing. The remuneration was determined by the board of Directors by reference to the prevailing market rates, the Company's remuneration policy, the relevant director's duties and responsibility within the Group and his expected contribution to the Group.

The Company and Mr. Wan consider such terms of appointment as reasonable.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### LEE & MAN HOLDING LIMITED

理文集團有限公司\*

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 746)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting (“AGM”) of Lee & Man Holding Limited (the “Company”) will be held at The Ballroom, Second Floor, InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on 9 May 2011 at 12:15 p.m. for the following purposes:

As ordinary business, to consider and if thought fit, pass the following resolutions:

#### ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 December 2010;
2. To declare a final dividend of HK13 cents per share for the year ended 31 December 2010;
3. To re-elect Ms. Poon Lai Ming as an executive director of the Company;
4. To re-elect Mr. Wong Kai Tung, Tony as an independent non-executive director of the Company and approve, confirm and ratify the terms of his appointment with the Company;
5. To re-elect Mr. Heng Victor Ja Wei as an independent non-executive director of the Company and approve, confirm and ratify the terms of his appointment with the Company;
6. To authorize the board of directors of the Company to fix the remuneration of all directors of the Company, including those who are re-elected at the AGM, provided that the total amount (excluding bonuses in favour of executive directors) shall not exceed the amount of HK\$6 million for the year ending 31 December 2011 and bonuses in favour of executive directors to be decided by the majority of the Board provided that the total amount of bonus payable to all the directors in respect of any one financial year shall not exceed 10% of the consolidated profit after taxation of the Group for the relevant year;

\* *for identification purposes only*



---

## NOTICE OF ANNUAL GENERAL MEETING

---

7. To re-appoint Messrs Deloitte Touche Tohmatsu as auditors for the ensuing year and authorize the board of directors of the Company to fix their remuneration;

8. (i) **“THAT:–**

(a) subject to paragraph (c), the exercise by the board of directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall authorize the board of directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the board of directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue (as hereinafter defined) or the exercise of the subscription rights under the share option scheme of the Company adopted on 14 December 2001, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:–

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:–

(I) the conclusion of the next annual general meeting of the Company;

(II) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and

(III) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the board of directors of the Company to shareholders of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the board of directors of the Company may deem necessary or expedient in relation to fractional

---

## NOTICE OF ANNUAL GENERAL MEETING

---

entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

9 “**THAT**:-

- (a) the exercise by the board of directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution,

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earlier of:

- (I) the conclusion of the next annual general meeting of the Company;
- (II) the expiration of the period within which the next annual general meeting of the Company is required to be held by any other applicable law of the Cayman Islands or the articles of association of the Company; and
- (III) the revocation or variation of this resolution of the Shareholders in general meeting.”

and as special business, to consider and, if thought fit, pass the following resolutions:

### ORDINARY RESOLUTIONS

- 10. To approve, confirm and ratify the terms of appointment of Mr. Wan Chi Keung, Aaron  
*BBS JP.*

---

## NOTICE OF ANNUAL GENERAL MEETING

---

11. “**THAT** conditional upon resolutions numbered 8 and 9 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the board of directors of the Company as mentioned in resolution number 9 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the board of directors of the Company pursuant to resolution number 8 above.”

By Order of the Board  
**Ms. Wong Yuet Ming**  
*Company Secretary*

Hong Kong, 30 March 2011

*Principal place of business:*

8th Floor Liven House  
61-63 King Yip Street  
Kwun Tong  
Kowloon  
Hong Kong

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

As at the date of this notice, the board of directors of the Company comprises four executive directors, namely Ms. Wai Siu Kee, Ms. Poon Lai Ming, Mr. Lee Man Yan, and Mr. Kung Phong and three independent non-executive directors, namely Mr. Wong Kai Tung, Tony, Mr. Wan Chi Keung, Aaron *BBS JP* and Mr. Heng Victor Ja Wei.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

1. Any member entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. Where there are joint registered holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
4. The form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the AGM, and in default the form of proxy shall not be treated as valid.
5. The completion and return of the form of proxy shall not preclude members from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. A form of proxy for use at the AGM is enclosed.